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Company GUC Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: :
Debtors. : (Jointly Administered)
:
-----x

**MOTORS LIQUIDATION COMPANY GUC TRUST'S
REPLY TO RESPONSES TO THE 179th OMNIBUS OBJECTION
TO CLAIMS (WELFARE BENEFITS CLAIMS OF RETIRED
AND FORMER SALARIED AND EXECUTIVE EMPLOYEES)**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

The Motors Liquidation Company GUC Trust (the "GUC Trust"), formed by the above-captioned debtors (collectively, the "Debtors")¹ in connection with the Debtors' Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time), files this reply (the "Reply") to the Responses (defined below)

¹ The Debtors are Motors Liquidation Company (f/k/a General Motors Corporation) ("MLC"), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.), Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

interposed to the 179th Omnibus Objections to Claims (Welfare Benefits Claims of Retired and Former Salaried and Executive Employees) (ECF No. 8862) (the “**Omnibus Objection**”), and respectfully represents:

Preliminary Statement

1. On January 26, 2011, the Debtors filed the Omnibus Objection, and a hearing on the Omnibus Objection is scheduled for June 22, 2011 at 9:45 a.m. The Omnibus Objection seeks the disallowance and expungement of certain compensation and welfare benefits claims of retired and former salaried and executive employees of the Debtors on the basis that such claims (a) are related to unvested welfare benefits that were capable of being modified or terminated by the Debtors at will pursuant to the terms of the operative documents governing such welfare benefits, and were modified or terminated in accordance with such operative documents, and (b) to the extent modified, have otherwise been assumed by New GM² pursuant to the terms of the Master Purchase Agreement and, as described in the Omnibus Objection, are not the responsibility of the Debtors or the GUC Trust and therefore should be disallowed and expunged from the claims register.

2. Responses to the Omnibus Objection were due by February 22, 2011 at 4:00 p.m.. The three responses listed on Annex 1 hereto and described further herein were filed with respect to the Omnibus Objection (collectively, the “**Responses**”) by Kathryn J. Slade and Larry P. Schramm, respectively (individually, a “**Responding Party**” and collectively, the “**Responding Parties**”) relating to their claims (the “**Claims**”).

² Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Omnibus Objection.

3. After reviewing the Responses, the GUC Trust³ respectfully reiterates the Debtors' position in the Omnibus Objection, and submits that the Responding Parties have failed to provide any legal or factual support for the Claims, and as a result the Claims should be disallowed and expunged.

4. The Debtors and the GUC Trust are, of course, sympathetic with the impact that the financial problems of the Debtors have had on the Responding Parties' welfare benefits. However, in view of the Debtors' liquidation, there should be no other outcome.

The Responses

Claim No. 28723: Kathryn J. Slade (the “Slade Claim”)

5. On February 18, 2011, a response was filed on behalf of Kathryn J. Slade (the “**Slade Response**”), stating opposition to the relief sought in the Omnibus Objection with respect to the Slade Claim. (See proof of claim at Ex. 1 attached hereto). In the Slade Response, Ms. Slade opposes the disallowance and expungement of the Slade Claim on the basis that she worked for General Motors Corporation for over 30 years, often working overtime without pay to ensure the company’s continued viability (although the Slade Claim itself is limited to loss of welfare benefits). The Slade Response notes that Ms. Slade’s 30 years of dedication and hard work are part of the reason why General Motors Company (New GM) is now profitable.

Claims No. 63452 and 63453: Larry P. Schramm (the “Schramm Claims”)

6. On February 16, 2011, Larry P. Schramm filed a Response (the “**Schramm Response**”) stating opposition to the relief sought in the Omnibus Objection with respect to the Schramm Claims. (See proofs of claim at Ex. 2 attached hereto). In the Schramm

³ While the Omnibus Objection was filed by the Debtors, this Reply is being filed by the GUC Trust because, pursuant to the Plan, the GUC Trust now has the exclusive authority to prosecute and resolve objections to Disputed General Unsecured Claims (as defined in the Plan).

Response, the Responding Party opposes the disallowance and expungement of the Schramm Claims on the basis that Mr. Schramm was an employee of General Motors Corporation for 37 years, and retired as a result of an early retirement package that was offered to him by the company. The Schramm Response argues that the reduction or elimination of welfare benefits decreases the value of the package of benefits that was agreed at retirement. While the Schramm Response notes that Mr. Schramm does not dispute the Debtors right to amend or terminate benefit plans in accordance with the terms of such plans, it further argues that his voluntary retirement should not be subject to being changed after the voluntary retirement was agreed. The Schramm Response notes that had he known that the Debtors were to be allowed to unilaterally change his retirement benefits without negotiations, then the decision to retire at that time would have been different.

7. Notwithstanding the Responding Parties' opposition, the Responses should be dismissed because (i) the Debtors had a right to amend or terminate the employee welfare benefit plans (the "**Welfare Benefits Plans**") providing medical, dental, vision and life insurance benefits ("**Welfare Benefits**"), including those on which the Claims are based, without further liability, and in all relevant instances did so, and (ii) New GM otherwise assumed Welfare Benefits as they existed on Commencement Date and continues to provide Welfare Benefits as modified prior to their assumption by New GM, and consequently the Debtors and the GUC Trust have no liability for the Claims. Accordingly, the GUC Trust files this Reply in support of the Omnibus Objection and respectfully requests that the Claims be disallowed and expunged from the claims register.

The Claims Should Be Disallowed and Expunged

8. The Responding Parties have failed to demonstrate the validity of their Claims and, thus, the Claims should be disallowed and expunged. *See, e.g., In re Oneida, Ltd.,*

400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827 (S.D.N.Y. Jan. 22, 2010) (claimant has burden to demonstrate validity of claim when objection is asserted refuting claim's essential allegations).

(A) The Claims Should Be Disallowed As Debtors Had Right to Amend or Terminate Each Welfare Benefit Plan

9. In their Responses, the Responding Parties have not demonstrated that the Debtors were bound by any legal or contractual requirement to continue to provide them, or other retired and former salaried and executive employees, with the Welfare Benefits on a permanent basis. The Omnibus Objection explains that the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), comprehensively regulates employer-provided welfare benefit plans, and that ERISA does not require an employer to provide or to vest welfare benefits. Welfare benefits provided under the terms of a welfare benefit plan may therefore be reduced or forfeited in accordance with the terms of the applicable welfare benefit plan. 29 U.S.C. § 1051(1); *see Moore v. Metro. Life Ins. Co.*, 856 F.2d 488, 491 (2d Cir. 1988); *Sprague v. Gen. Motors Corp.*, 133 F.3d 388, 400 (6th Cir. 1998).

10. In addressing claims similar to the Responding Parties' Claims, the Sixth Circuit has noted that welfare plans such as the Welfare Benefit Plans are specifically exempted from vesting requirements (to which pension plans are subject) under ERISA, and accordingly, employers "are generally free under ERISA, for any reason at any time, to adopt, modify or terminate welfare plans." *Curtiss-Wright Corp. v. Schoonejongen*, 514 U.S. 73, 78 (1995) (citing *Adams v. Avondale Indus., Inc.*, 905 F.2d 943, 947 (6th Cir. 1990)). As noted in the Omnibus Objection, however, the Sixth Circuit has, recognized that once welfare benefits are vested, they are rendered forever unalterable.

11. Thus, the Responding Parties bear the burden of showing that the Debtors intended to vest Welfare Benefits provided by the Welfare Benefits Plans, and did *in fact* vest the Welfare Benefits, such that each Responding Party has a contractual right to the perpetual continuation of their Welfare Benefits at a contractually specified level.

12. In their Responses, the Responding Parties have not provided any evidence that contradicts the Debtors' common practice of advising participants of the Welfare Benefits Plans of the Debtors' right to amend or terminate the Welfare Benefits at any time. Moreover, the Responding Parties have not provided any evidence of a separate, affirmative contractual obligation on the part of the Debtors to continue to provide the Welfare Benefits specifically to the Responding Parties. Therefore, the Debtors and the GUC Trust do not have any liability with respect to the reduction in or discontinuation of the Welfare Benefits.

(B) Ongoing Benefits Have Been Assumed by New GM

13. On the Closing Date, New GM completed its purchase of certain assets in accordance with the Master Purchase Agreement. Pursuant to Section 6.17(e) of the Master Purchase Agreement (*Assumption of Certain Parent Employee Benefit Plans and Policies*), New GM assumed the Benefit Plans specified in a disclosure schedule, and the Welfare Benefit Plans are set forth on that schedule. New GM assumed the obligation to provide the Welfare Benefits to the extent required to be provided under the terms of the applicable Welfare Benefits Plan in effect on the Closing Date, including both responsibility for all claims incurred prior to the Closing Date and all future claims properly payable pursuant to the terms of the applicable Welfare Benefit Plan in effect when such claims are incurred. Therefore, the Debtors and the GUC Trust do not have any liability with respect to Welfare Benefits and ERP Benefits that have

been assumed by New GM, and the Responding Parties have not provided any credible factual or legal basis to suggest otherwise.

(C) Any Other Arguments Raised by the Responding Parties Are Without Merit

14. The Schramm Response argues that, notwithstanding Mr. Schramm's acknowledgement of the Debtors' specific reservation of their right to amend or terminate the Welfare Benefit Plans in accordance with the terms of such plans, as set forth in summary plan descriptions and other communications to benefit plan participants, Mr. Schramm's retirement benefits should not be subject to such amendment once Mr. Schramm had accepted the offer to voluntarily retire, as it undermines his reasons for accepting the offer and further undermines the entire contractual process that American business is founded on.

15. The Schramm Response does not provide any evidence, whether contractual or otherwise, nor does it cite to any applicable provision or statute, that supports the existence, of a separate, affirmative contractual obligation on the part of the Debtors to continue to specifically provide Mr. Schramm with Welfare Benefits at the same level as at the time he retired. In fact, the Schramm Response concedes that “[t]here is little doubt that many GM documents stated “GM reserves the right to amend or terminate benefit plans...,” or similar language”. Schramm Response at 3. As a result, the Debtors and the GUC Trust cannot have any liability on the Schramm Claim.

16. Any remaining arguments raised by the Responding Parties are without merit and should be dismissed.

Conclusion

17. Because (i) ERISA recognizes that employers are free to amend or terminate welfare benefits, (ii) no contrary contractual rights to vested welfare benefits has been established by the Responding Parties; and (iii) New GM assumed the Benefit Plans as modified,

the Debtors and the GUC Trust have no liability for the Responding Parties' Claims. The GUC Trust reiterates that the Responses have not provided any legal or factual support for the Claims and cannot be afforded *prima facie* validity under the Bankruptcy Code. Accordingly, the Claims should be disallowed and expunged in their entirety.

18. WHEREFORE, for the reasons set forth above and in the Omnibus Objection, the GUC Trust respectfully requests that the Court grant the relief requested in the Omnibus Objection and such other and further relief as is just.

Dated: New York, New York
June 17, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
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Attorneys for Motors Liquidation
Company GUC Trust

Annex 1

179th Omnibus Objection to Claims (Welfare Benefits Claims of Retired and Former Salaried and Executive Employees)					
No.	Proof of Claim No.	Response Docket No.	Name	Total Claimed	Summary
1.	28723	9433	Slade, Kathryn J.	\$169,568.00 (U)	Ms. Slade's response notes that she worked for General Motors Corporation for over 30 years. Ms. Slade's response further asserts that her thirty years of dedication and hard work are part of the reason why General Motors Company (New GM) is now profitable. Mrs. Slade's response notes her concern about the possible loss of her pension benefits.
2.	63452	9288	Schramm, Larry P.	\$299,679.00 (U)	Mr. Schramm's response notes that he was an employee of General Motors Corporation for 37 years, and retired as a result of an early retirement package that was offered to him by the company. Mr. Schramm notes that the reduction or elimination of welfare benefits decreases the value of the package of benefits that he agreed at retirement. While Mr. Schramm's response notes that he does not dispute the Debtors right to amend or terminate benefit plans in accordance with the terms of such plans, his voluntary retirement should terminate those rights. Mr. Schramm's response notes that had he known that the Debtors were to be allowed to unilaterally change his retirement benefits without negotiations, then the decision to retire would have been very different.
3.	63453	9288	Schramm, Larry P.	\$160,000.00 (U)	Please see Proof of Claim No. 63452 above.

Exhibit 1

APS0609352158



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One)

Motors Liquidation Company (f/k/a General Motors Corporation)
 MLCS, LLC (f/k/a Saturn, LLC)
 MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
 MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc.)

Case No

09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property) **SLADE KATHRYN J**

Name and address where notices should be sent

SLADE KATHRYN J
21001 TAMANI FRL STE 320 20904 Torre del Lago ST
ESTERO FL 33928-2943

Telephone number **517-375-3358**Email Address **C2h36b @ hotmail .com**

Name and address where payment should be sent (if different from above)

SLADE, Kathryn J
20904 TORRE DEL LAGO ST
ESTERO, FL 33928

Telephone number **517-375-3358**1 Amount of Claim as of Date Case Filed, June 1, 2009 **\$169,568.00**

If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges **See attached Document of Support**

2 Basis for Claim **Value of diminished/cancelled health insurance**
(See instruction #2 on reverse side.) **diminished**3 Last four digits of any number by which creditor identifies debtor **0291**3a Debtor may have scheduled account as _____
(See instruction #3a on reverse side.)

4 Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff Real Estate Motor Vehicle Equipment Other
Describe _____

Value of Property \$ _____ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____

Basis for perfection _____

Amount of Secured Claim \$ _____ Amount Unsecured \$ _____

6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim

7 Documents Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING

If the documents are not available, please explain in an attachment

Date **11-12-09**

Signature The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any

Your Claim Is Scheduled As Follows.

FILED - 28723
MOTORS LIQUIDATION COMPANY
F/K/A GENERAL MOTORS CORP
SDNY # 09-50026 (REG)



If an amount is identified above, you have a claim scheduled by one of the ~~Debtors~~ is shown. This scheduled amount of your claim may be an amendment to a previously scheduled amount. If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor you do not need to file this proof of claim form EXCEPT AS FOLLOWS. If the amount shown is listed as DISPUTED, UNLIQUIDATED or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions you need not file again.

5 Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a)
If any portion of your claim falls in one of the following categories, check the box and state the amount

Specify the priority of the claim

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
 Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4)
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)
 Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family or household use - 11 U.S.C. § 507(a)(7)
 Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
 Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))
 Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____)
Amount entitled to priority \$ _____

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

FOR COURT USE ONLY

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent, The Garden City Group, Inc., are not authorized and are not providing you with any legal advice.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL** THE GARDEN CITY GROUP INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, PO BOX 9386 DUBLIN, OH 43017-4286 **IF BY HAND OR OVERNIGHT COURIER** THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. PROOFS OF CLAIM MAY ALSO BE HAND DELIVERED TO THE UNITED STATES BANKRUPTCY COURT, SDNY, ONE BOWLING GREEN, ROOM 534, NEW YORK, NEW YORK 10004. **ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.**

THE GENERAL AND GOVERNMENTAL BAR DATE IS NOVEMBER 30, 2009 AT 5:00 PM (PREVAILING EASTERN TIME)

Court, Name of Debtor, and Case Number

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on June 1, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR**Creditor's Name and Address**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor, if any.

3a. Debtor May Have Scheduled Account As

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

DEFINITIONS**Debtor**

A debtor is the person, corporation or other entity that has filed a bankruptcy case.

The Debtors in these Chapter 11 cases are:

Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026 (REG)
MLCS, LLC (f/k/a Saturn, LLC)	09-50027 (RFG)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028 (RFG)
MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558 (REG)

Creditor

A creditor is the person, corporation or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be

paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security individual's

INFORMATION

tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing from The Garden City Group, Inc., please provide a self-addressed, stamped envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group, Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Additional Information

If you have any questions with respect to this claim form, please contact Alix Partners at 1 (800) 414-9607 or by e-mail at claims@motorliquidation.com.

Value of Diminished/Cancelled Health Insurance and Loss of Life Insurance for Kathryn J. Slade & Gene E. Slade

Calculation below for Kathryn J. Slade and Spouse Gene E. Slade. Announced modification by GM & revised cap, the average cost of GM-paid health care is \$4140 annually, from \$5150 in 2006/2007. The difference between these 2 figures is \$1360 per year per person under age 65 yrs. Spouse is included in calculations for losses (Dental, Vision & Extended Care coverage included in calculations below). Life expectancy is calculated from government SSA Actuarial table data at www.ssa.gov/OACT/STATS/table4c6.html

Cost of Health Care Loss:	<u>Kathryn J. Slade</u>	<u>Gene E. Slade</u>
Annual pre-age 65 benefit loss beginning yr 2010	\$1,360	\$1,360
Number of years remaining until age 65	X 12	X 13
Total calculated amount of loss prior to age 65	\$16,320	\$17,680

Health Care Benefit Loss from age 65 until full life expectancy.

Annual post-age 65 benefit loss beginning year 2017	\$1900	\$1900
Number of years between age 65 and full life expectancy	X 17.57	X 13.83
Amount of Loss after Age 65	\$33,383	\$26,277

Total Lifetime Loss (add Total calculated amount loss prior

To age 65 and Amount of Loss after After 65)	\$49,703	\$43,957
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Life Insurance Loss:

Annualized Salary at time of Retirement	\$85,908
Current amount of Company provided Life Insurance	<u>-\$10,000</u>
Value of Lost Life Insurance	\$75,908

Total Loss of Benefits to Kathryn J. & Gene E. Slade is \$169,568

(adding \$49,703 + \$43,957 + \$75,908 = \$169,568)

Exhibit 2

02014974

APS0615184380



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One)
 Motors Liquidation Company (f/k/a General Motors Corporation)
 OMLCS, LLC (f/k/a Saturn LLC)
 OMLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)
 OMLC of Harlem Inc (f/k/a Chevrolet-Saturn of Harlem Inc)

Case No
09-50026 (REG)
09-50027 (REG)
09-50028 (REG)
09-13558 (REG)

Your Claim is Scheduled As Follows

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see item # 7). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property) SCHRAMM LARRY P

Name and address where notices should be sent

SCHRAMM LARRY P
3298 SUMMIT RIDGE DR
ROCHESTER HILLS MI 48306-2966

Check this box to indicate that this claim amends a previously filed claim

Court Claim Number _____
(If known)

Filed on _____

248-373-3883

Telephone number / Email Address L.SCHRAMM@OAKLAND.EDU

Name and address where payment should be sent (if different from above)

FILED - 63452
MOTORS LIQUIDATION COMPANY
F/K/A GENERAL MOTORS CORP
SDNY # 09-50026 (REG)

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars
 Check this box if you are the debtor or trustee in this case

Telephone number

1 Amount of Claim as of Date Case Filed, June 1, 2009 \$ 299,679.00

If all or part of your claim is secured complete item 4 below, however if all of your claim is unsecured do not complete item 4. If all or part of your claim is entitled to priority complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges

2 Basis for Claim VALUE OF DIMINISHED & CANCELLED Health Care Benefits
(See instruction #2 on reverse side)

3 Last four digits of any number by which creditor identifies debtor 2857

3a Debtor may have scheduled account as _____
(See instruction #3a on reverse side)

4 Secured Claim (See instruction #4 on reverse side)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information

Nature of property or right of setoff Real Estate Motor Vehicle Equipment Other
Describe

Value of Property \$ _____ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____

Basis for perfection _____

Amount of Secured Claim \$ _____ Amount Unsecured \$ _____

6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim

7 Documents Attach redacted copies of any documents that support the claim such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of redacted on reverse side)

DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING

If the documents are not available, please explain in an attachment

Date 11/21/09 Signature The person filing this claim must sign it. Sign and print name and title if any of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney if any

LARRY P. SCHRAMM lwpSclm



If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor you do not need to file this proof of claim form. EXCEPT AS FOLLOWS. If the amount shown is listed as DISPUTED, UNLIQUIDATED or CONTINGENT, a proof of claim MUST be filed in order to receive my distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.

5 Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a)
If any portion of your claim falls in one of the following categories, check the box and state the amount

Specify the priority of the claim

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
- Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. § 507(a)(4)
- Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5)
- Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8)
- Value of goods received by the Debtor within 20 days before the date of commencement of the case – 11 U.S.C. § 503(b)(9) (§ 507(a)(2))
- Other – Specify applicable paragraph of 11 U.S.C. § 507(a)(_____
Amount entitled to priority _____

\$ _____
*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

FOR COURT USE ONLY

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules. The attorneys for the Debtor and their court-appointed claims agent, The Garden City Group Inc., are not authorized and are not providing you with any legal advice.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL**, THE GARDEN CITY GROUP INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, PO BOX 9386, DUBLIN, OH 43017-4286; **IF BY HAND OR OVERNIGHT COURIER**, THE GARDEN CITY GROUP INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. PROOFS OF CLAIM MAY ALSO BE HAND DELIVERED TO THE UNITED STATES BANKRUPTCY COURT, SDNY, ONE BOWLING GREEN, ROOM 534, NEW YORK, NY 10004. ANY PROOF OF CLAIM SUBMITTED BY FAX, FAXIMILE OR E-MAIL WILL NOT BE ACCEPTED.

THE GENERAL AND GOVERNMENTAL BAR DATE IS NOVEMBER 30, 2009 AT 5:00 P.M. (PREVAILING EASTERN TIME)

Court, Name of Debtor, and Case Number

These Chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on June 1, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

Creditor's Name and Address

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor, if any.

3a. Debtor May Have Scheduled Account As

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

DEFINITIONS

Debtor

A debtor is the person, corporation or other entity that has filed a bankruptcy case.

The debtors in these Chapter 11 cases are:

Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026 (REG)
MLCS LLC (f/k/a Saturn LLC)	09-50027 (REG)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028 (RLG)
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558 (REG)

Creditor

A creditor is the person, corporation or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be

paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted certain information. A creditor should redact and use only the last four digits of any social-security, individual s

INFORMATION

tax-identification or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien certificate of title, financing statement or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing from The Garden City Group Inc., please provide a self-addressed, stamped envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) and any applicable orders of the bankruptcy court.

Additional Information

If you have any questions with respect to this claim form, please contact Alix Partners at 1 (800) 414-9607 or by e-mail at claims@motorliquidation.com.

Male	Female	Annual Mortality	Improvement	Relative Health Spending	Age 56 Cost Factor	Age on 2009	Medical Cost Factor	1-1-2009 Medical Cost	Medical	
									Inflation Factor	Cost of Survival
18	0.000510	0.000219	1 000%	1 000%	1.72	56	\$ 7,000	2009	1 00	\$ 7,000
19	0.000528	0.000234	1 000%	1 000%	1.785	57	2010	1 06	\$ 7,265	0.9945
20	0.000549	0.000250	1 000%	0.59	1.85	58	2011	1 12	\$ 7,529	0.9937
21	0.000573	0.000265	1 000%	0.634	1.93	59	2012	1 19	\$ 7,855	0.9933
22	0.000599	0.000281	1 000%	0.678	2.01	60	2013	1 26	\$ 8,180	0.9928
23	0.000627	0.000298	1 000%	0.722	2.09	61	2014	1 34	\$ 8,506	0.9923
24	0.000657	0.000314	1 000%	0.766	2.17	62	2015	1 42	\$ 8,831	0.9917
25	0.000686	0.000331	1 000%	0.81	2.25	63	2016	1 50	\$ 9,157	0.9909
26	0.000714	0.000347	1 000%	0.854	2.33	64	2017	1 59	\$ 9,483	0.9900
27	0.000738	0.000362	1 000%	0.898	2.425	65	2018	1 69	\$ 9,869	0.9890
28	0.000758	0.000376	1 000%	0.942	2.52	66	2019	1 79	\$ 10,256	0.9878
29	0.000774	0.000389	1 000%	0.986	2.64	67	2020	1 90	\$ 10,744	0.9864
30	0.000784	0.000402	1 000%	1.03	2.76	68	2021	2 01	\$ 11,233	0.9848
31	0.000789	0.000414	1 000%	1.04	2.92	69	2022	2 13	\$ 11,884	0.9831
32	0.000789	0.000425	1 000%	1.05	3.08	70	2023	2 26	\$ 12,535	0.9811
33	0.000790	0.000436	1 000%	1.04	3.295	71	2024	2 40	\$ 13,410	0.9789
34	0.000791	0.000449	1 000%	1.03	3.51	72	2025	2 54	\$ 14,285	0.9766
35	0.000792	0.000463	1 000%	1.02	3.775	73	2026	2 69	\$ 15,363	0.9741
36	0.000794	0.000481	1 000%	1.00	4.04	74	2027	2 85	\$ 16,442	0.9714
37	0.000823	0.000504	1 000%	1.00	4.325	75	2028	3 03	\$ 17,602	0.9685
38	0.000872	0.000532	1 000%	0.99	4.61	76	2029	3 21	\$ 18,762	0.9653
39	0.000945	0.000567	1 000%	1.00	4.89	77	2030	3 40	\$ 19,901	0.9618
40	0.001043	0.000609	1 000%	1	5.17	78	2031	3 60	\$ 21,041	0.9579
41	0.001168	0.000658	1 000%	1.03	5.41	79	2032	3 82	\$ 22,017	0.9536
42	0.001322	0.000715	1 000%	1.05	5.65	80	2033	4 05	\$ 22,994	0.9489
43	0.001505	0.000781	1 000%	1.08	5.855	81	2034	4 29	\$ 23,828	0.9438
44	0.001715	0.000855	1 000%	1.11	6.06	82	2035	4 55	\$ 24,663	0.9382
45	0.001948	0.000939	1 000%	1.16	6.25	83	2036	4 82	\$ 25,436	0.9322
46	0.002198	0.001035	1 000%	1.20	6.44	84	2037	5 11	\$ 26,209	0.9257
47	0.002463	0.001141	1 000%	1.25	6.615	85	2038	5 42	\$ 26,922	0.9187
48	0.002740	0.001261	1 000%	1.29	6.79	86	2039	5 74	\$ 27,634	0.9111

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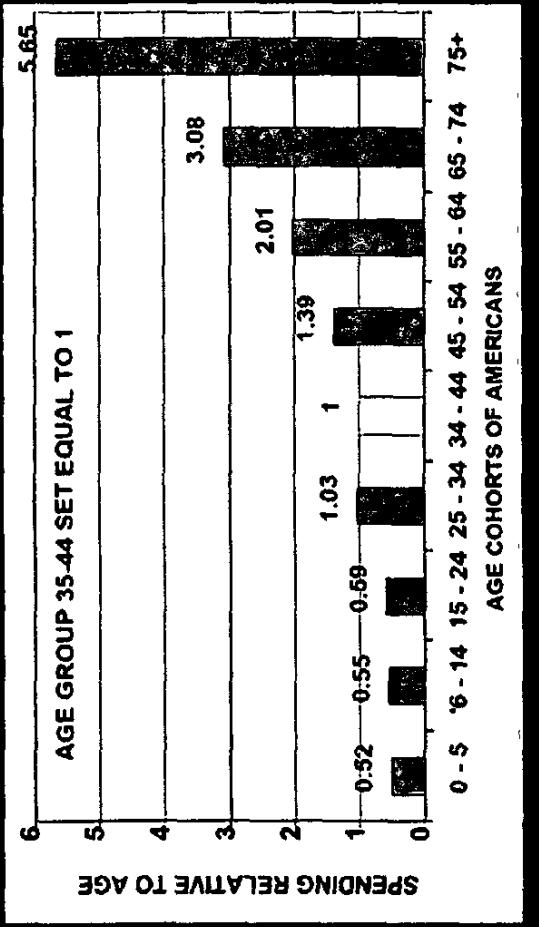
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Discount Factor	Discount Rate
0.9736	5.50%
0.9228	

Present Value of Male Benefits - Larry Schramm - AGE 56 - 65
 \$ 57,338
 Present Value of Female Benefits - Joyce Schramm - AGE 56 - 65
 \$ 57,534

+ PLUS age 65 to EXPECTED LIFE ON
PAGE "RETIREMENT Health Care Transitions"
+ \$6,249

RELATIVE PER-CAPITA HEALTH SPENDING BY AGE, 1999



SOURCE: McArdle, White and Cutler, "Trends in Health Spending by Age, 1953-99", March, 2003.

0 1953

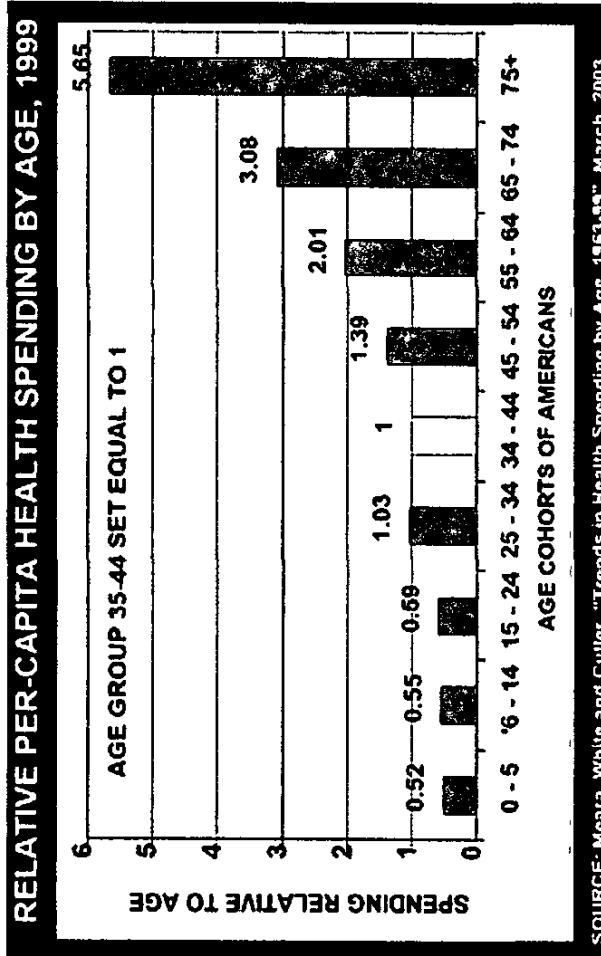
Remote User

Male	Female	Annual Mortality	Improvement	Relative Health Spending	Relative Cost Factor	Age 20	Age on 1-1-2009	2009 Medical Cost	20 \$ 7,000
						Cost Factor	2009	59	20
18	0.000510	0.000219	1 000%	1 000%	0.9995	0.9995	2009	1 00	\$ 7,000
19	0.000528	0.000234	1 000%	1 000%	0.9994	0.9994	2010	1 06	\$ 7,522
20	0.000549	0.000250	1 000%	0.59	0.9994	0.9994	2011	1 12	\$ 8,044
21	0.000573	0.000265	1 000%	0.634	0.722	2012	1 19	\$ 8,566	0.9994
22	0.000599	0.000281	1 000%	0.678	0.766	2013	1 26	\$ 9,088	0.9993
23	0.000627	0.000298	1 000%	0.722	0.81	2014	1 34	\$ 9,610	0.9993
24	0.000657	0.000314	1 000%	0.766	0.854	2015	1 42	\$ 10,132	0.9993
25	0.000686	0.000331	1 000%	0.81	0.898	2016	1 50	\$ 10,654	0.9993
26	0.000714	0.000347	1 000%	0.854	0.942	2017	1 59	\$ 11,176	0.9992
27	0.000738	0.000362	1 000%	0.898	0.986	2018	1 69	\$ 11,698	0.9992
28	0.000758	0.000376	1 000%	0.942	1 03	2019	1 79	\$ 12,220	0.9992
29	0.000774	0.000389	1 000%	0.986	1 04	2020	1 90	\$ 12,339	0.9992
30	0.000784	0.000402	1 000%	1 03	1 05	2021	2 01	\$ 12,458	0.9992
31	0.000789	0.000414	1 000%	1 04	1 04	2022	2 13	\$ 12,339	0.9992
32	0.000789	0.000425	1 000%	1 05	1 03	2023	2 26	\$ 12,220	0.9992
33	0.000790	0.000436	1 000%	1 04	1 015	2024	2 40	\$ 12,042	0.9992
34	0.000791	0.000449	1 000%	1 03	1	2025	2 54	\$ 11,864	0.9992
35	0.000792	0.000463	1 000%	1 02	0.995	2026	2 69	\$ 11,805	0.9992
36	0.000794	0.000481	1 000%	1 00	0.99	2027	2 85	\$ 11,746	0.9991
37	0.000823	0.000504	1 000%	1 00	0.995	2028	3 03	\$ 11,805	0.9991
38	0.000872	0.000532	1 000%	0.99	1	2029	3 21	\$ 11,864	0.9990
39	0.000945	0.000567	1 000%	1 00	1 025	2030	3 40	\$ 12,161	0.9988
40	0.001043	0.000609	1 000%	1	1 05	2031	3 60	\$ 12,458	0.9987
41	0.001168	0.000658	1 000%	1 03	1 08	2032	3 82	\$ 12,814	0.9985
42	0.001322	0.000715	1 000%	1 05	1 11	2033	4 05	\$ 13,169	0.9983
43	0.001505	0.000781	1 000%	1 08	1 155	2034	4 29	\$ 13,703	0.9981
44	0.001715	0.000855	1 000%	1 11	1 2	2035	4 55	\$ 14,237	0.9978
45	0.001948	0.000939	1 000%	1 16	1 245	2036	4 82	\$ 14,771	0.9975
46	0.002198	0.001035	1 000%	1 20	1 29	2037	5 11	\$ 15,305	0.9973
47	0.002463	0.001141	1 000%	1 25	1 34	2038	5 42	\$ 15,898	0.9970
48	0.002740	0.001261	1 000%	1 29	1 39	2039	5 74	\$ 16,492	0.9967

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Present Value of Male Benefits — Son - Jeff Schramm - Age 20 - 25	
	\$ 63,530
Present Value of Female Benefits — Daughter Rebecca Schramm - Age 20 - 25	
	\$ 35,028



Discount Factor	Discount Rate
0.9736	5.50%
0.9228	
0.8747	
0.8291	
0.7859	
0.7449	
0.7061	
0.6693	
0.6344	
0.6013	
0.5700	
0.5403	
0.5121	
0.4854	
0.4601	
0.4361	
0.4134	
0.3918	
0.3714	
0.3520	
0.3337	
0.3163	
0.2998	
0.2842	
0.2693	
0.2553	
0.2420	
0.2294	
0.2174	
0.2061	
0.1953	

Remote User

Retiree Health Care Insurance Calculations

SSA Actuarial Table Data

<http://www.ssa.gov/OACT/STATS/table4c6.html>

Exact Age as of Jan 1, 2009	Male Life Expectancy	Total	Female Life Expectancy	Total
45	32 81	\$51,539	36 79	\$59,101
46	31 93	\$50,407	35 87	\$57,893
47	31 06	\$49,294	34 96	\$56,704
48	30 2	\$48,200	34 05	\$55,515
49	29 34	\$47,106	33 14	\$54,326
50	28 49	\$46,031	32 24	\$53,156
51	27 65	\$44,975	31 35	\$52,005
52	26 83	\$43,957	30 46	\$50,854
53	26	\$42,920	29 57	\$49,703
54	25 19	\$41,921	28 69	\$48,571
55	24 37	\$40,903	27 82	\$47,458
56	23 57	\$39,923	26 94	\$46,326
57	22 77	\$38,943	26 08	\$45,232
58	21 97	\$37,963	25 22	\$44,138
59	21 19	\$37,021	24 37	\$43,063
60	20 42	\$36,098	23 53	\$42,007
61	19 66	\$35,194	22 7	\$40,970
62	18 91	\$34,309	21 88	\$39,952
63	18 17	\$33,443	21 08	\$38,972
64	17 44	\$32,596	20 28	\$37,992
65	16 73	\$31,787	19 49	\$37,031
66	16 02	\$30,438	18 7	\$35,530
67	15 32	\$29,108	17 93	\$34,067
68	14 63	\$27,797	17 17	\$32,623
69	13 96	\$26,524	16 42	\$31,198
70	13 3	\$25,270	15 69	\$29,811
71	12 66	\$24,054	14 97	\$28,443
72	12 04	\$22,876	14 27	\$27,113
73	11 43	\$21,717	13 58	\$25,802
74	10 84	\$20,596	12 9	\$24,510
75	10 26	\$19,494	12 24	\$23,256
76	9 7	\$18,430	11 59	\$22,021
77	9 15	\$17,385	10 96	\$20,824
78	8 63	\$16,397	10 34	\$19,646
79	8 11	\$15,409	9 74	\$18,506
80	7 62	\$14,478	9 16	\$17,404
81	7 14	\$13,566	8 59	\$16,321
82	6 68	\$12,692	8 04	\$15,276

LARRY & Joyce

07/23/09 10:00 AM
Wadsworth, OH - Internet XIS

11P022189

BALLOT #5940

PLEASE COMPLETE THE FOLLOWING.

ITEM 1. Amount of General Unsecured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a General Unsecured Claim against the Debtor listed below in the amount set forth below.

Claim Amount	\$299,679 00
Debtor	MOTORS LIQUIDATION COMPANY

ITEM 2 Vote on the Plan. The undersigned holder of a Class 3 General Unsecured Claim in the amount set forth in Item 1 above hereby votes to.

Check one box: Accept the Plan 02-17-11 A09 12 IN
 Reject the Plan

ITEM 3. Acknowledgement and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein

Print or Type Name of Claimant:

LARRY P. SCHRAMM380-60-2857Larry Schramm

Social Security or Federal Tax I.D. No. of Claimant.

Signature

Name of Signatory (if different than claimant)

If by Authorized Agent, Title of Agent

Street Address:

3298 SUMMIT RIDGE DR

City, State, and Zip Code.

ROCHESTER HILLS, MI 48306

Telephone Number:

248-373-3883

E-mail Address:

L.SCHRAMM@OAKLAND.EDU

Date Completed:

2/9/11

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

future notice mailings; AND/OR distributions

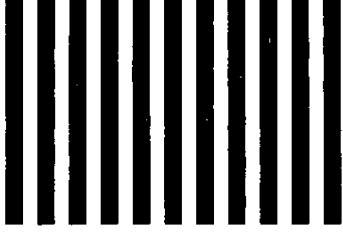


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SCHRAMM LARRY P
3298 SUMMIT RIDGE DR
ROCHESTER HILLS, MI 48306-2956

NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES



BUSINESS REPLY MAIL

FIRST-CLASS MAIL PERMIT NO 18 DUBLIN OH

POSTAGE WILL BE PAID BY ADDRESSEE

THE GARDEN CITY GROUP, INC
ATTN MOTORS LIQUIDATION CO BALLOTTING CENTER
PO BOX 9386
DUBLIN OH 43017-9957

02495700

AP50656135840



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor (Check Only One) <input type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation) <input type="checkbox"/> MLCS, LLC (f/k/a Saturn, LLC) <input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) <input type="checkbox"/> MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)		Case No 09-50026 (REG) 09-50027 (REG) 09-50028 (REG) 09-13558 (REG)
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (the person or other entity to whom the debtor owes money or property) LARRY SCHRAMM		<u>Your Claim is Scheduled As Follows</u>
Name and address where notices should be sent LARRY SCHRAMM 3298 SUMMIT RIDGE DR ROCHESTER HILLS MI 48306-2956		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim Court Claim Number _____ (If known) Filed on _____ 248-373-3883
Telephone number 513-223-0000 Email Address LSCHRAMM@OAKLAND.EDU		<small>If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form <u>EXCEPT AS FOLLOWS</u>. If the amount shown is listed as DISPUTED, UNLIQUIDATED or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.</small>
Name and address where payment should be sent (if different from above) FILED - 63453 MOTORS LIQUIDATION COMPANY F/K/A GENERAL MOTORS CORP SDNY # 09-50026 (REG)		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars <input type="checkbox"/> Check this box if you are the debtor or trustee in this case
Telephone number 513-223-0000		5 Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a) <small>If any portion of your claim falls in one of the following categories, check the box and state the amount</small> <small>Specify the priority of the claim</small>
1 Amount of Claim as of Date Case Filed, June 1, 2009 \$ 160,000.00 <small>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.</small>		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2)) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____) Amount entitled to priority \$
2 Basis for Claim REDUCED LIFE INSURANCE BENEFITS <small>(See instruction #2 on reverse side.)</small>		<small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
3 Last four digits of any number by which creditor identifies debtor 2857 <small>3a Debtor may have scheduled account as _____ (See instruction #3a on reverse side.)</small>		
4 Secured Claim (See instruction #4 on reverse side.) <small>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</small>		<small>Nature of property or right of setoff</small> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other <small>Describe</small> Value of Property \$ _____ Annual Interest Rate % Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____
5 Basis for perfection _____ Amount of Secured Claim \$ _____ Amount Unsecured \$ _____		
6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim		
7 Documents Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)		
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.		
If the documents are not available, please explain in an attachment.		
Signature The person filing this claim must sign it. Sign and print name and title if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney if any. Date 11/21/09		FOR COURT USE ONLY
Larry P Schramm lps		

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances such as bankruptcies cases not filed voluntarily by the debtor there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent, The Garden City Group, Inc., are not authorized and are not providing you with any legal advice.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

PLEASE SEND YOUR ORIGINAL COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL** THE GARDEN CITY GROUP INC. ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING PO BOX 9386 DUBLIN OH 43017-4286 **IF BY HAND OR OVERNIGHT COURIER** THE GARDEN CITY GROUP INC. ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING 5151 BLAZER PARKWAY SUITE A DUBLIN OH 43017. PROOFS OF CLAIM MAY ALSO BE HAND DELIVERED TO THE UNITED STATES BANKRUPTCY COURT SDNY ONE BOWLING GREEN ROOM 534 NEW YORK NEW YORK 10004. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.

THE GENERAL AND GOVERNMENTAL BAR DATE IS NOVEMBER 30, 2009 AT 5:00 PM (PREVAILING EASTERN TIME)

Court, Name of Debtor, and Case Number

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on June 1, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

Creditor's Name and Address

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor if any.

3a. Debtor May Have Scheduled Account As

Use this space to report a change in the creditor's name, a transferred claim or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

DEFINITIONS

Debtor

A debtor is the person, corporation or other entity that has filed a bankruptcy case.

The Debtors in these Chapter 11 cases are:

Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026 (REG)
MLCS LLC (f/k/a Saturn LLC)	09-50027 (REG)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028 (REG)
MLC of Harlem Inc (f/k/a Chevrolet-Saturn of Harlem Inc.)	09-13558 (REG)

Creditor

A creditor is the person, corporation or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be

paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted certain information. A creditor should redact and use only the last four digits of any social-security individual's

INFORMATION

tax-identification or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing from The Garden City Group, Inc. please provide a self-addressed, stamped envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group, Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) and any applicable orders of the bankruptcy court.

Additional Information

If you have any questions with respect to this claim form please contact Alix Partners at 1 (800) 414-9607 or by email at claims@motorsliquidation.com.



In The Event Of Death

In the event of your death during retirement, benefits may be payable to your eligible survivors under the Life and Disability Benefits Program, the Retirement Program, and the Savings-Stock Purchase Program. In addition, coverage may be available under the Health Care Program. Life Insurance benefits available under the Life and Disability Benefits Program are discussed below. Information concerning survivor's benefits available under the Retirement Program is discussed on page 39. Information concerning your Savings-Stock Purchase Program and Health Care coverage for your survivors is discussed on pages 40 and 41.

LIFE INSURANCE BENEFITS IN THE EVENT OF DEATH

The benefits available to you and your eligible survivors are those provided under the Life and Disability Benefits Program in effect when you last worked for General Motors.

Set forth below are answers to questions you may have concerning any life insurance benefits that may be payable under the Program. If you have a specific question about life insurance benefits that is not answered here, you may wish to contact the GM location that administers your benefits.

BASIC LIFE AND EXTRA ACCIDENT INSURANCE

Do I Have Basic Life and Extra Accident Insurance as a Retiree Before Age 65?

Depending on when they last worked, most retirees have all, or a portion, of their basic life insurance continued during retirement before age 65, without cost to them. However, retirees who retired voluntarily as early as age 55 and prior to age 60, when combined years of age and credited service totaled less than 85, must contribute until age 65, at a rate of \$50 per month for each \$1,000 of basic life insurance in force.

Insurance is not continued for a retiree who received a monthly instalment payment of basic life insurance because of total and permanent disability (as described on page 32).

Extra accident insurance also is continued to age 65, while basic life insurance is in force, for those retirees who last worked prior to July 1, 1985.

How Much Basic Life and Extra Accident Insurance Do I Have as a Retiree Before Age 65?

For employees who last worked prior to July 1, 1985

If you are insured, the amount of your basic life insurance before age 65 is approximately 24 times your monthly base salary at retirement. Extra accident insurance, in an amount equal to one-half of your basic life insurance, also may be payable for accidental death.

For employees who last worked on or after July 1, 1985

If you are insured and retire other than totally and permanently disabled, commencing at the earlier of (1) retirement or (2) attainment of age 65, your basic life insurance, which at retirement is approximately 24 times your monthly base salary, will reduce each month by 2% of the amount in force at retirement. This reduction continues until the amount of insurance equals the amount in force when insurance begins to

reduce, times 1 1/2% for each year of participation (see below) If you retired totally and permanently disabled, the amount of your basic life insurance will commence to reduce at age 65

Extra accident insurance cancels upon retirement for any reason, regardless of age

What Happens to My Basic Life and Extra Accident Insurance After I Retire?

For employees who last worked prior to July 1, 1985

If you (1) are insured, and (2) have 10 or more years of participation when you reach age 65, your basic life insurance starts to reduce at age 65 and, under the current Program, is continued without cost to you At age 65, your extra accident and survivor income benefit insurance, if any, are canceled

For employees who last worked on or after July 1, 1985

If you (1) are insured, (2) had 10 or more years of participation at retirement, and (3) retired

- o other than totally and permanently disabled, your basic life insurance commences to reduce (as described on page 33) at the earlier of (i) retirement or (ii) attainment of age 65 and, under the current Program, continues without cost to you.
- o totally and permanently disabled, your basic life insurance commences to reduce at age 65 and, under the current program, continues without cost to you

Extra accident and survivor income benefit insurance are canceled at retirement

How Much Insurance Will I Have After My Basic Life Insurance Is Fully Reduced?

Starting at age 65, for employees with 10 or more years of participation who last worked prior to July 1, 1985 or who retire totally and permanently disabled,

or

Commencing at retirement, for employees with 10 or more years of participation who

work on or after July 1, 1985 and who retire other than totally and permanently disabled, basic life insurance is reduced each month by 2% of the amount in force at (1) age 65 or (2) retirement, whichever applies This reduction continues until the amount of insurance equals the amount in force when insurance commences to reduce, times 1-1/2% for each year of participation A 20-year maximum applies to participation if you last worked prior to January 1, 1974

For example, an employee who retired (1) in 1980, or (2) totally and permanently disabled after July 1, 1985, with (a) 30 years of participation and (b) \$40,000 of basic life insurance at age 65, would have the amount of insurance reduced by \$800 each month

$$\$40,000 \times 2\% = \$800$$

and \$18,000 of continuing life insurance remaining after all reductions

$$\$40,000 \times 1-1/2\% \times 30 \text{ years} = \$18,000$$

An employee at work on or after July 1, 1985 with 32 years of participation who has \$60,000 of basic life insurance in force at retirement at age 60, would have the amount of insurance reduced commencing upon retirement, by \$1,200 each month

$$\$60,000 \times 2\% = \$1,200$$

and \$28,000 of continuing life insurance remaining after all reductions

$$\$60,000 \times 1-1/2\% \times 32 \text{ years} = \$28,800$$

Years of participation which are accrued after age 65, and any changes in salary after age 65, may be used in determining the amount of continuing life insurance, depending on when you last worked

The minimum amount of continuing life insurance is \$3,500, if you last worked on or after November 1, 1987 The minimum amount is \$3,000, if you last worked prior to that date

Will I Be Notified of the Amount of My Continuing Life Insurance?

Yes When your insurance commences to

PLEASE COMPLETE THE FOLLOWING:

BALLOT #5942

ITEM 1. Amount of General Unsecured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a General Unsecured Claim against the Debtor listed below in the amount set forth below.

Claim Amount	\$160,000 00
Debtor	MOTORS LIQUIDATION COMPANY

ITEM 2 Vote on the Plan. The undersigned holder of a Class 3 General Unsecured Claim in the amount set forth in Item 1 above hereby votes to:

Check one box: Accept the Plan 02-17-11 A09:11 IN
 Reject the Plan

ITEM 3 Acknowledgement and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein

Print or Type Name of Claimant.

LARRY P. SCHRAMM

Social Security or Federal Tax I.D. No of Claimant:

380-60-2857

Signature:

Larry Schramm

Name of Signatory (if different than claimant):

If by Authorized Agent, Title of Agent:

3298 Summit Ridge Dr

Street Address:

Rochester Hills, MI 48306

City, State, and Zip Code:

248-373-3883

Telephone Number:

LSCHRAMM@OAKLAND.EDU

E-mail Address:

2/9/11

Date Completed:



Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of

future notice mailings; AND/OR distributions

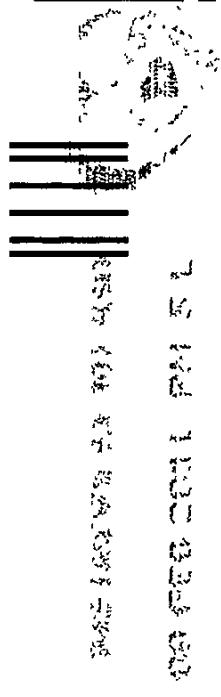


APS2080933338
02495700



LARRY SCHRAMM
3298 SUMMIT RIDGE DR
ROCHESTER HILLS, MI 48306-2956

NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES



BUSINESS REPLY MAIL

DUBLIN OH

PERMIT NO 18

POSTAGE WILL BE PAID BY ADDRESSEE

THE GARDEN CITY GROUP, INC
ATTN. MOTORS LIQUIDATION CO BALLOTTING CENTER
PO BOX 9386
DUBLIN OH 43017-9957